

# CRAVATH, SWAINE & MOORE,

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

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RCA 233663  
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9-283A033

No. OCT 9 1979

Date Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 10786-A Filed 1425

OCT 10 1979 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

October 4, 1979

MAURICE T. MOORE  
BRUCE BROMLEY  
WILLIAM B. MARSHALL  
RALPH L. MCAFEE  
ROYALL VICTOR  
ALLEN H. MERRILL  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA

JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN

COUNSEL  
CARLYLE E. MAW  
ALBERT R. CONNELLY  
FRANK H. DETWEILER  
GEORGE G. TYLER

ROSWELL L. GILPATRICK  
L. R. BRESLIN, JR.  
GEORGE B. TURNER  
JOHN H. MORSE  
HAROLD R. MEDINA, JR.  
CHARLES R. LINTON

4, PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
TELEPHONE: 265-81-54  
TELEX: 290530

33 THROGMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE 01-606-1421  
TELEX: 8814901

CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E. C. 2

## Trailer Train Company

Conditional Sale Financing Dated as of August 1, 1979

9-7/8% Conditional Sale Indebtedness Due 1994

Dear Mr. Homme:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, I enclose herewith on behalf of Trailer Train Company, for filing and recordation as an amendment to the filings under recordation number 10786, counterparts of the following document:

Amendment Agreement dated as of October 1, 1979, among Trailer Train Company, Bethlehem Steel Corporation, Pullman Incorporated (Pullman Standard Division), ACF Industries, Incorporated and Mercantile-Safe Deposit and Trust Company, as Agent.

The names and addresses of the relevant parties to the aforementioned Amendment Agreement are as follows:

### (1) Assignee-Agent:

Mercantile-Safe Deposit and Trust Company  
P. O. Box 2258  
Baltimore, Maryland 21201.

RECEIVED  
OCT 10 10 52 AM '79  
FEE OPERATION BR.  
I.C.C.

*Mrs. Lee -  
I think this  
one is  
10786-A  
But please  
check.  
Thanks -  
C. Swaine*

(2) Builders-Vendors:

Bethlehem Steel Corporation,  
Bethlehem, Pennsylvania 18016.

ACF Industries, Incorporated  
750 Third Avenue  
New York, N. Y. 10017

Pullman Incorporated  
(Pullman Standard Division)  
200 South Michigan Avenue  
Chicago, Illinois 60604

(3) Vendee:

Trailer Train Company  
300 South Wacker Drive  
Chicago, Illinois 60606

Please file and record the document referred to in this letter.

The equipment covered by the aforementioned Amendment Agreement and the documents filed under recordation number 10786 consist of the following:

To be included:

94 Bethlehem 89'4" 70-ton capacity hydraulic draft gear, flush deck all purpose flat cars, AAR Mechanical Designation FC, bearing identifying numbers of the Vendee 981396 through 931489, inclusive;

50 Pullman 89'4" 70-ton capacity hydraulic draft gear, flush deck all purpose flat cars, AAR Mechanical Designation FC, bearing identifying numbers of the Vendee 991022 and 991369 through 991417; inclusive.

To be excluded:

56 Bethlehem 68' 100-ton capacity, hydraulic draft gear, steel deck heavy duty flat cars equipped with steel risers and tie-downs, AAR Mechanical Designation FBS, bearing identifying numbers of the Vendee 81960 through 82015, inclusive, and

There is also a check for the number of the license, and the license is also checked for the number of the license. The license is also checked for the number of the license.

1. The first step is to identify the problem. This involves understanding the nature of the problem, its scope, and its impact.

SECRET

10/10/70  
10/10/70

Washington, D. C. 20540  
 Interstate Commerce Commission  
 Washington, D. C. 20540

2002

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

10/10/79

**OFFICE OF THE SECRETARY**

Laurance V. Goodrich  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/10/79 at 10:55am , and assigned re-  
recording number(s). 10786-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

OCT 10 1979 - 10 55 AM

## INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of October 1, 1979, among BETHLEHEM STEEL CORPORATION, PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION), ACF INDUSTRIES, INCORPORATED (collectively the "Builders" or severally the "Builder"), TRAILER TRAIN COMPANY (the "Vendee") and MERCANTILE SAFE DEPOSIT AND TRUST COMPANY (the "Agent").

WHEREAS the Builders and the Vendee have entered into a Conditional Sale Agreement dated as of August 1, 1979 (the "CSA");

WHEREAS the Builders and the Agent have entered into an Agreement and Assignment dated as of August 1, 1979 (the "Assignment");

WHEREAS the CSA and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on September 4, 1979, at 3:10 p.m., recordation number 10786; and

WHEREAS the parties hereto now desire to amend the CSA by deleting certain units of Equipment from Schedule B to the CSA and adding certain other units of Equipment to Schedule B of the CSA, all prior to delivery and acceptance of such units under the CSA.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule B to the CSA is hereby amended and restated in its entirety as shown in Exhibit A attached hereto.

2. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. Except as hereby amended, the CSA and the Assignment shall remain unaltered and in full force and effect.

4. The Vendee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Article 19 of the CSA.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

Any and all notice, requests, certificates and other instruments executed and delivered after the execution and delivery of this Amendment Agreement may refer to the CSA without making specific reference to this Amendment Agreement but nevertheless all such references shall be deemed to include this amendment agreement unless the context shall otherwise require.

IT WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

BETHLEHEM STEEL CORPORATION

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

PULLMAN INCORPORATED  
(Pullman Standard Division)

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

ACF INDUSTRIES, INCORPORATED

by \_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

TRAILER TRAIN COMPANY,

by \_\_\_\_\_  
Vice President-Fleet Management

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as Agent

by \_\_\_\_\_  
Assistant Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Trust Officer

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this       day of       1979, before me  
personally appeared       , to me personally  
known, who, being by me duly sworn, says that he is the  
                    of TRAILER TRAIN COMPANY, that one of the  
seals affixed to the foregoing instrument is the corporate  
seal of said Corporation, that said instrument was signed and  
sealed on behalf of said Corporation by authority of its  
Board of Directors and he acknowledged that the execution of  
the foregoing instrument was the free act and deed of said  
Corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

COMMONWEALTH OF PENNSYLVANIA, )  
 ) ss.:  
COUNTY OF LEHIGH, )

On this 8th day of October 1979, before me  
personally appeared David Adams, IV, to me personally  
known, who, being by me duly sworn, says that he is a Vice  
President of BETHLEHEM STEEL CORPORATION, a Delaware corpo-  
ration, that one of the seals affixed to the foregoing  
instrument is the corporate seal of said Corporation, that  
said instrument was signed and sealed on behalf of said  
Corporation by authority of its Board of Directors and he  
acknowledged that the execution of the foregoing instrument  
was the free act and deed of said Corporation.

J. the H. Vary  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

My Commission Expires  
July 17, 1982  
City of Bethlehem  
Lehigh County



STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this 4th day of October, 1979, before me personally appeared Stanley Brown, to me personally known, who, being by me duly sworn, says that he is a Vice President-Freight Unit of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

[Notarial Seal]

My Commission expires 8-7-83

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

On this       day of       1979, before me personally appeared       , to me personally known, who, being by me duly sworn, says that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this       day of       1979, before me  
personally appeared       , to me personally  
known, who, being by me duly sworn, says that he is a Vice  
President-Freight Unit of PULLMAN INCORPORATED (Pullman  
Standard Division), that one of the seals affixed to the  
foregoing instrument is the corporate seal of said Corpora-  
tion, that said instrument was signed and sealed on behalf  
of said Corporation by authority of its Board of Directors  
and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said Corporation.

---

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

On this 5<sup>th</sup> day of October 1979, before me  
personally appeared E. C. HALL, to me personally  
known, who, being by me duly sworn, says that he is a ~~Vice~~ **SECRETARY**  
~~President~~ of ACF INDUSTRIES, INCORPORATED, that one of the  
seals affixed to the foregoing instrument is the corporate  
seal of said Corporation, that said instrument was signed and  
sealed on behalf of said Corporation by authority of its  
Board of Directors and he acknowledged that the execution of  
the foregoing instrument was the free act and deed of said  
Corporation.

  
Notary Public

[Notarial Seal]

My Commission expires

ACF INDUSTRIES, INCORPORATED

by \_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

TRAILER TRAIN COMPANY,

by *Shirley Thompson*  
Vice President-Fleet Management

[Corporate Seal]

Attest:

*J. O. Marlow*  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as Agent

by \_\_\_\_\_  
Assistant Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Trust Officer

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this 4th day of October 1979, before me personally appeared W. H. Thompson, to me personally known, who, being by me duly sworn, says that he is the Vice President ~~Flux Management~~ of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Alexander Krause  
Notary Public

[Notarial Seal]

My Commission expires October 12, 1982

COMMONWEALTH OF PENNSYLVANIA, )  
 ) ss.:  
COUNTY OF LEHIGH, )

On this       day of       , before me personally appeared       , to me personally known, who, being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND, )  
 ) ss.:  
CITY OF BALTIMORE, )

On this 4<sup>th</sup> day of October, 1979, before me personally appeared R. E. SCHREIBER, to me personally known, who, being by me duly sworn, says that he is an ASSISTANT VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

of said corporation.

*Patricia A. Silon*  
Notary Public

[Notarial Seal]

My Commission expires 7-1-82

ACF INDUSTRIES, INCORPORATED

by \_\_\_\_\_  
Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

TRAILER TRAIN COMPANY,

by \_\_\_\_\_  
Vice President-Fleet Management

[Corporate Seal]

Attest:

\_\_\_\_\_  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as Agent

by   
Assistant Vice President

[Corporate Seal]

Attest:

  
Corporate Trust Officer

CITY OF BALTIMORE,)

On this                      day of                      1979, before me personally appeared                      , to me personally known, who, being by me duly sworn, says that he is an                      of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

SCHEDULE B

| <u>Builder</u>                                   | <u>Type</u>   | <u>Mechanical Designation</u> | <u>Builder's Specifications</u>   | <u>Builder's Plant</u>  | <u>Quantity</u> | <u>Unit Base Price</u> | <u>Total Base Price</u> | <u>Road Numbers (Inclusive)</u> | <u>Estimated Time and Place of Delivery</u>            |
|--|---|-------------------------------|---|-------------------------|-----------------|------------------------|-------------------------|---------------------------------|--|
|  |   |                               |   |                         |                 |                        |                         |                                 |  |
| Bethlehem Steel Corporation                      | 89'4" 70-ton capacity, hydraulic draft gear, flush deck all purpose flat cars | FC                            | DF 3400-491   | Johnstown, Pennsylvania | 398             | \$45,100               | \$17,949,800            | 981092-981489                   | September and October 1979, at Johnstown, Pennsylvania |
| Pullman Incorporated (Pullman Standard Division) | 89'4" 70-ton capacity, hydraulic draft gear, flush deck all purpose flat cars | FC                            | 3141 last revised Feb. 9, 1979, and Addendum No. 1, last revised Feb. 9, 1979, supplemented June 22, 1979 | Bessemer, Alabama       | 345             | 48,781.66              | 16,829,673              | 991022 and 991074-991417        | August-October 1979, at Bessemer, Alabama              |
| ACF Industries, Incorporated                     | 89'4" 70-ton capacity, hydraulic draft gear, flush deck all purpose flat cars | FC                            | 11-05621  | St. Louis, Missouri     | 10              | 45,100                 | 451,000                 | 974836-974845                   | October 1979, at St. Louis, Missouri                   |
|  |   |                               |   |                         |                 |                        | <u>\$35,230,473</u>     |                                 |  |

EXHIBIT A



